

Fill in this information to identify your case:

United States Bankruptcy Court for the:

CENTRAL DISTRICT OF CALIFORNIA

Case number (if known)

Chapter 11

Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

06/22

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name TTCF New Mexico Holdings

2. All other names debtor used in the last 8 years

Include any assumed names, trade names and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN) 88-3162012

4. Debtor's address Principal place of business

6305 Alondra Blvd.
Paramount, CA 90723
Number, Street, City, State & ZIP Code

Los Angeles
County

Mailing address, if different from principal place of business

1700 Desert Surf Cir
Arch Cape, OR 97102
P.O. Box, Number, Street, City, State & ZIP Code

Location of principal assets, if different from principal place of business

1700 Desert Surf Cir Albuquerque, NM 87102
Number, Street, City, State & ZIP Code

5. Debtor's website (URL)

6. Type of debtor Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
 Partnership (excluding LLP)
 Other. Specify: _____

Debtor **TTCF New Mexico Holdings**
Name

Case number (if known)

7. Describe debtor's business

A. Check one:

- Health Care Business (as defined in 11 U.S.C. § 101(27A))
- Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- Railroad (as defined in 11 U.S.C. § 101(44))
- Stockbroker (as defined in 11 U.S.C. § 101(53A))
- Commodity Broker (as defined in 11 U.S.C. § 101(6))
- Clearing Bank (as defined in 11 U.S.C. § 781(3))
- None of the above

B. Check all that apply

- Tax-exempt entity (as described in 26 U.S.C. §501)
- Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
- Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

1412

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- Chapter 7
- Chapter 9

■ Chapter 11. Check all that apply:

- The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$3,024,725. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, and it chooses to proceed under Subchapter V of Chapter 11. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- A plan is being filed with this petition.
- Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

- Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

■ No.

Yes.

If more than 2 cases, attach a separate list.

District _____
District _____

When _____
When _____

Case number _____
Case number _____

Debtor	TTCF New Mexico Holdings		Case number (if known)												
Name															
<p>10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?</p> <p><input type="checkbox"/> No <input checked="" type="checkbox"/> Yes.</p>															
<p>List all cases. If more than 1, attach a separate list</p> <table border="0"> <tr> <td>Debtor</td> <td>See attached</td> <td>Relationship</td> </tr> <tr> <td>District</td> <td>When</td> <td>Case number, if known</td> </tr> </table>				Debtor	See attached	Relationship	District	When	Case number, if known						
Debtor	See attached	Relationship													
District	When	Case number, if known													
<p>11. Why is the case filed in this district? <i>Check all that apply:</i></p> <p><input checked="" type="checkbox"/> Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.</p> <p><input type="checkbox"/> A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.</p>															
<p>12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?</p> <p><input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.</p> <p>Why does the property need immediate attention? (Check all that apply.)</p> <p><input type="checkbox"/> It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety. What is the hazard? _____</p> <p><input type="checkbox"/> It needs to be physically secured or protected from the weather. _____</p> <p><input checked="" type="checkbox"/> It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).</p> <p><input type="checkbox"/> Other _____</p> <p>Where is the property? 1700 Desert Surf Cir Albuquerque, NM, 87102-0000 Number, Street, City, State & ZIP Code</p> <p>Is the property insured? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Insurance agency Hartford Casualty Insurance Company Contact name _____ Phone 866-467-8730</p>															
<p>Statistical and administrative information</p>															
<p>13. Debtor's estimation of available funds <i>Check one:</i></p> <p><input checked="" type="checkbox"/> Funds will be available for distribution to unsecured creditors.</p> <p><input type="checkbox"/> After any administrative expenses are paid, no funds will be available to unsecured creditors.</p>															
<p>14. Estimated number of creditors</p> <table border="0"> <tr> <td><input checked="" type="checkbox"/> 1-49</td> <td><input type="checkbox"/> 1,000-5,000</td> <td><input type="checkbox"/> 25,001-50,000</td> </tr> <tr> <td><input type="checkbox"/> 50-99</td> <td><input type="checkbox"/> 5001-10,000</td> <td><input type="checkbox"/> 50,001-100,000</td> </tr> <tr> <td><input type="checkbox"/> 100-199</td> <td><input type="checkbox"/> 10,001-25,000</td> <td><input type="checkbox"/> More than 100,000</td> </tr> <tr> <td><input type="checkbox"/> 200-999</td> <td></td> <td></td> </tr> </table>				<input checked="" type="checkbox"/> 1-49	<input type="checkbox"/> 1,000-5,000	<input type="checkbox"/> 25,001-50,000	<input type="checkbox"/> 50-99	<input type="checkbox"/> 5001-10,000	<input type="checkbox"/> 50,001-100,000	<input type="checkbox"/> 100-199	<input type="checkbox"/> 10,001-25,000	<input type="checkbox"/> More than 100,000	<input type="checkbox"/> 200-999		
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<input type="checkbox"/> 200-999															
<p>15. Estimated Assets</p> <table border="0"> <tr> <td><input type="checkbox"/> \$0 - \$50,000</td> <td><input checked="" type="checkbox"/> \$1,000,001 - \$10 million</td> <td><input type="checkbox"/> \$500,000,001 - \$1 billion</td> </tr> <tr> <td><input type="checkbox"/> \$50,001 - \$100,000</td> <td><input type="checkbox"/> \$10,000,001 - \$50 million</td> <td><input type="checkbox"/> \$1,000,000,001 - \$10 billion</td> </tr> <tr> <td><input type="checkbox"/> \$100,001 - \$500,000</td> <td><input type="checkbox"/> \$50,000,001 - \$100 million</td> <td><input type="checkbox"/> \$10,000,000,001 - \$50 billion</td> </tr> <tr> <td><input type="checkbox"/> \$500,001 - \$1 million</td> <td><input type="checkbox"/> \$100,000,001 - \$500 million</td> <td><input type="checkbox"/> More than \$50 billion</td> </tr> </table>				<input type="checkbox"/> \$0 - \$50,000	<input checked="" type="checkbox"/> \$1,000,001 - \$10 million	<input type="checkbox"/> \$500,000,001 - \$1 billion	<input type="checkbox"/> \$50,001 - \$100,000	<input type="checkbox"/> \$10,000,001 - \$50 million	<input type="checkbox"/> \$1,000,000,001 - \$10 billion	<input type="checkbox"/> \$100,001 - \$500,000	<input type="checkbox"/> \$50,000,001 - \$100 million	<input type="checkbox"/> \$10,000,000,001 - \$50 billion	<input type="checkbox"/> \$500,001 - \$1 million	<input type="checkbox"/> \$100,000,001 - \$500 million	<input type="checkbox"/> More than \$50 billion
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Debtor	<u>TTCF New Mexico Holdings</u> Name	Case number (if known)	
<hr/>			
16. Estimated liabilities	<input type="checkbox"/> \$0 - \$50,000 <input type="checkbox"/> \$50,001 - \$100,000 <input type="checkbox"/> \$100,001 - \$500,000 <input type="checkbox"/> \$500,001 - \$1 million	<input type="checkbox"/> \$1,000,001 - \$10 million <input type="checkbox"/> \$10,000,001 - \$50 million <input type="checkbox"/> \$50,000,001 - \$100 million <input checked="" type="checkbox"/> \$100,000,001 - \$500 million	<input type="checkbox"/> \$500,000,001 - \$1 billion <input type="checkbox"/> \$1,000,000,001 - \$10 billion <input type="checkbox"/> \$10,000,000,001 - \$50 billion <input type="checkbox"/> More than \$50 billion
<hr/>			

Pending Bankruptcy Cases of Affiliates	Petition Date	Location
Tattooed Chef Inc.	7/2/23	Central District of California
Ittella International LLC	7/2/23	Central District of California
Ittella's Chef LLC	7/2/23	Central District of California
Myjojo, Inc.	7/2/23	Central District of California
New Mexico Food Distributors, Inc.	7/2/23	Central District of California
Karsten Tortilla Factory, LLC	7/2/23	Central District of California
BCI Acquisitions Inc.	7/2/23	Central District of California

Debtor TTCF New Mexico Holdings
Name

Case number (if known)

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature
of authorized
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

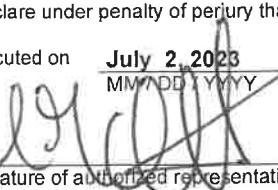
I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on July 2, 2023

MM/DD/YYYY

X


Signature of authorized representative of debtor

Title CEO

Salvatore "Sam" Galletti

Printed name

18. Signature of attorney

X


Signature of attorney for debtor

Date July 2, 2023

MM / DD / YYYY

David L. Neale 141225

Printed name

Levene, Neale, Bender, Yoo & Golubchik L.L.P

Firm name

2818 La Cienega Avenue

Los Angeles, CA 90034

Number, Street, City, State & ZIP Code

Contact phone (310) 229-1234

Email address dln@lnbyg.com

141225 CA

Bar number and State

Fill in this information to identify the case:

Debtor name TTCF New Mexico Holdings

United States Bankruptcy Court for the: CENTRAL DISTRICT OF CALIFORNIA

Case number (if known) _____

Check if this is an amended filing

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- Schedule H: Codebtors* (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- Amended Schedule*
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- Other document that requires a declaration*

I declare under penalty of perjury that the foregoing is true and correct.

Executed on July 2, 2023

X

Signature of individual signing on behalf of debtor

Salvatore "Sam" Galletti

Printed name

CEO

Position or relationship to debtor

Fill in this information to identify the case:	
Debtor name	TTCF New Mexico Holdings
United States Bankruptcy Court for the:	CENTRAL DISTRICT OF CALIFORNIA
Case number (if known):	

Check if this is an amended filing

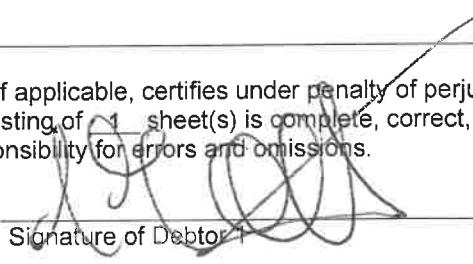
Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders

12/15

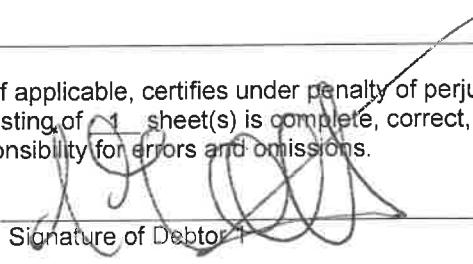
A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
-NONE-						

<p>Attorney or Party Name, Address, Telephone & FAX Nos., State Bar No. & Email Address David L. Neale 141225 2818 La Cienega Avenue Los Angeles, CA 90034 (310) 229-1234 California State Bar Number: 141225 CA dln@lnbyg.com</p>	<p>FOR COURT USE ONLY</p>
<p><input type="checkbox"/> <i>Debtor(s) appearing without an attorney</i></p>	
<p><input checked="" type="checkbox"/> <i>Attorney for Debtor</i></p>	
<p>UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA</p>	
<p>In re: TTCF New Mexico Holdings</p>	<p>CASE NO.: CHAPTER: 11</p>
<p>VERIFICATION OF MASTER MAILING LIST OF CREDITORS [LBR 1007-1(a)]</p>	
<p>Debtor(s). </p>	

Pursuant to LBR 1007-1(a), the Debtor, or the Debtor's attorney if applicable, certifies under penalty of perjury that the master mailing list of creditors filed in this bankruptcy case, consisting of 1 sheet(s) is complete, correct, and consistent with the Debtor's schedules and I/we assume all responsibility for errors and omissions.

Date: July 2, 2023


Signature of Debtor 1

Date: _____

Signature of Debtor 2 (joint debtor) (if applicable) _____

Date: July 2, 2023

Signature of Attorney for Debtor (if applicable) _____

TTCF New Mexico Holdings
1700 Desert Surf Cir
Albuquerque, NM 87102

David L. Neale
Levene, Neale, Bender, Yoo & Golubchik L.L.P
2818 La Cienega Avenue
Los Angeles, CA 90034

The Tortilla Building, LLC
124 East Marcy Street
Santa Fe, NM 87114

UMB
P.O. BOX 419226
MAILSTOP 1170103D
Kansas City, MO 64141-6226

**OMNIBUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS AND
THE BOARD OF MANAGERS OF
TTCF-NM HOLDINGS, INC.
NEW MEXICO FOOD DISTRIBUTORS, INC.
KARSTEN TORTILLA FACTORY, LLC
BCI ACQUISITION, INC.
ITTELLA INTERNATIONAL, LLC
ITTELLA'S CHEF, LLC
AND
MY JOJO, INC.**

June 29, 2023

The undersigned, being all of the members of the board of directors or all of the members of the board of managers, as applicable (the “Board”) of each of TTCF-NM Holdings, Inc., a Delaware corporation, New Mexico Food Distributors, Inc., a New Mexico corporation Karsten Tortilla Factory, LLC, a New Mexico limited liability company, BCI Acquisition, Inc., an Ohio corporation, Ittella International, LLC, a California limited liability company, Ittella’s Chef, LLC, a California limited liability company, and Myjojo, Inc., a California corporation (each, a “TC Company” and collectively, the “TC Companies”), do hereby adopt by this action by unanimous written consent, in accordance with the General Corporation Law of the State of Delaware, the New Mexico Limited Liability Company Act, the Ohio General Corporation Law, the California Revised Uniform Limited Liability Company Act and the California General Corporations Law, as applicable to the respective TC Company, the following resolutions with the same force as if so adopted at a duly convened meeting of the Board of each TC Company:

APPROVAL OF COMMENCING CHAPTER 11 BANKRUPTCY CASE

RESOLVED, that Salvatore Galletti, Stephanie Dieckmann and/or his/her designee (in each instance, the “Officer”) are hereby authorized to determine, based upon subsequent events and advice of counsel, whether it is desirable and in the best interests of the TC Companies, their creditors, and other interested parties, that the TC Companies each file a petition under the provisions of Chapter 11 of Title 11, United States Code;

FURTHER RESOLVED, that the Officer is hereby authorized and directed on behalf of and in the name of each of the TC Companies to execute a Chapter 11 bankruptcy petition and all related documents and papers on behalf of each Company in order to enable each Company to commence a Chapter 11 bankruptcy case;

FURTHER RESOLVED, that the Officer is hereby authorized and directed on behalf of and in the name of each Company to execute and file and to cause counsel for each Company to prepare with the assistance of each Company as appropriate all petitions, schedules, lists and other papers, documents and

pleadings in connection with each Company's bankruptcy case, and to take any and all action which the Officer deems necessary and proper in connection with each Company's bankruptcy case without further approval of the members;

FURTHER RESOLVED, that each Board, with respect to its applicable TC Company, hereby acknowledges that Tattooed Chef, Inc., the parent company of the TC Companies, entered into that certain Agreement for Services (the "CRO Agreement") with Cutsheet Express, LLC ("CE"), an Illinois corporation, pursuant to which, among other things, CE has agreed to provide the services of Edward Bidanset to serve as the TC Companies' Chief Restructuring Officer ("CRO"), with compensation to be paid at the rate and upon the terms set forth in the CRO Agreement, and to empower CRO to perform the ordinary-course duties associated with that office, as well as to advise the TC Companies on matters relating to their debts, finances and liquidity, cash management and funding, business planning and restructuring strategy, the management of critical relationships and retention of experts, and such other duties as may be necessary or advisable in the course of the Chapter 11 cases;

FURTHER RESOLVED, the Officer and/or CRO ("Authorized Person") is hereby authorized and empowered on behalf of each Company, to employ or continue to employ certain firms as counsel, consultants, professionals, or financial advisors to such Company as such Authorized Person may deem advisable, appropriate, convenient, desirable, or necessary to represent and assist such Company in carrying out its duties under the Bankruptcy Code, and in connection therewith, that each Authorized Person, with power of delegation, is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and cause to be filed appropriate applications for authority to retain the services of such firms;

FURTHER RESOLVED, that each Board, with respect to its applicable Company, hereby authorizes, empowers, and directs each Authorized Person, in the name and on behalf of such Company, with power of delegation, to employ Levene, Neale, Bender, Yoo & Golubchik L.L.P. as general bankruptcy counsel, to represent and assist such Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance such Company's rights and obligations in connection with its restructuring or recapitalization, and in connection therewith, that each Authorized Person, with power of delegation, is hereby authorized, empowered, and directed to execute appropriate retention agreements, pay appropriate retainers, and cause to be filed appropriate applications for authority to retain Levene, Neale, Bender, Yoo & Golubchik L.L.P. in accordance with applicable law;

FURTHER RESOLVED, each Authorized Person is hereby authorized and empowered on behalf of the TC Companies, to (a) enter into any agreements with respect to the TC Companies obtaining debtor in possession financing in amounts and subject to terms and conditions which, in the exercise of his/her sound business judgment such Authorized Person determines to be in the best interests of

the TC Companies and their creditors; (b) pursue a sale of all or substantially all of the TC Companies' assets, or, in the exercise of such Authorized Person's reasonable business judgment, a sale of any portion of any Company's assets, that such Authorized Person believes to be in the best interests of any Company and its creditors (a "Sale Transaction"); and (c) enter into any agreements necessary or deemed by such Authorized Person to be appropriate in connection with any Sale Transaction;

FURTHER RESOLVED that any and all lawful acts, actions, and transactions relating to the matters contemplated by the foregoing resolutions and done in the name of and on behalf of any TC Company, which would have been approved by the foregoing resolutions if these resolutions had been adopted before such acts were taken, are hereby in all respects approved and ratified as the true acts and deeds of such TC Company with the same force and effect as if each such act, transaction, agreement, or certificate has been specifically authorized in advance;

FURTHER RESOLVED that that, in addition to the foregoing specific authorizations conferred upon the Authorized Persons, each Board, with respect to its applicable TC Company, hereby authorizes and empowers each Authorized Person, in the name of and on behalf of such TC Company, with power of delegation, to take or cause to be taken any and all such other and further actions, and to execute, acknowledge, deliver, and file any and all such agreements, certificates, instruments, and other documents and to pay any and all such expenses, including but not limited to filing fees, as shall be deemed necessary, advisable, or desirable (in each case, in such Authorized Person's reasonable discretion) in order to carry out the full intent and accomplish the purposes of the resolutions adopted herein; and

FURTHER RESOLVED that each Board, with respect to its applicable TC Company, has received sufficient notice of the actions and transactions relating to the matters contemplated by the foregoing resolutions, as may be required by the organizational documents of such TC Company, or hereby waives any right to have received such notice.

GENERAL AUTHORITY

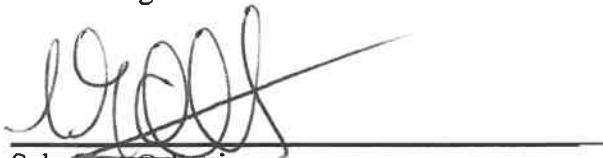
RESOLVED FURTHER, that the Officers of the TC Companies be, and each of them hereby is, authorized and directed to take all such actions and to execute and deliver, in the name and on behalf of the TC Companies and under its seal or otherwise, any and all documents, certificates and instruments, and to pay all such expenses, as they or any of them may deem necessary or advisable to carry out the purposes of the foregoing resolutions; and that the taking of each such action, the execution and delivery of each such document or instrument, and the payment of each such expense shall be conclusive evidence of its necessity or advisability, and that any such action previously taken by any Officer of the TC Companies in this respect hereby is approved, ratified, adopted and confirmed.

RESOLVED FURTHER, that any and all actions by, on behalf of and in the name of the TC Companies for the purposes of the foregoing resolutions, taken prior to the adoption of these resolutions be, and they hereby are ratified, confirmed and approved in all respects and for all purposes.

RESOLVED FURTHER, that these resolutions adopted by the undersigned may be executed in any number of counterparts, and each such counterpart shall be deemed an original and all of which counterparts, when taken together, shall constitute one and the same instrument.

[signature page follows]

IN WITNESS WHEREOF, the undersigned have signed this Omnibus Written Consent
as of the date first written above.



Salvatore Galletti



Stephanie Dieckmann